

**BEFORE THE PUBLIC UTILITY COMMISSION
OF OREGON**

UM 1484

In the Matter of)	
)	CUB'S REPLY TO COMPANY'S
)	RESPONSE TO CUB'S MOTION
CENTURYLINK, INC.)	PURSUANT TO CONDITION 54
)	REQUESTING ADOPTION OF
Application for Approval of Merger)	OTHER STATE PROVISIONS
between CenturyTel, Inc. and Qwest)	
Communications International, Inc.)	
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INTRODUCTION

As previously noted, on April 28, 2011, CENTURYLINK provided to the OPUC, and to the parties to Docket UM 1484, copies of final orders from other States and the FCC adopting conditions applicable to the merger that is the subject of this docket. Pursuant to Condition 54 of the Oregon Public Utilities Commission's (OPUC) Order No. 11-095 (Appendix A, at 14.), the OPUC may adopt conditions from other states and the FCC related to addressing harms of the transaction so long as they do not result in the combined company being required to provide a "net benefit" and either:

- i. "The Commission or Staff has not previously identified the harm to Oregon ratepayers and such harm is applicable to Oregon; or
- ii. The commitments or conditions in a final order of another state and the FCC are more effective at preventing a harm previously identified by the Commission or its Staff." *Id.*

Condition 54 further states that, within thirty days after the service of such filings, parties

may file response as to whether any of the “covenants, commitments and conditions from the other jurisdictions (without modification of the language thereof except such non-substantive changes as are necessary to make the commitment or condition applicable to Oregon), meets the requirements set forth above, and should be adopted in Oregon.” *Id.*

In this context, CUB proposed the adoption of three conditions put forth by other states which it feels meet the requirements of subsections i. or ii. as quoted above in regard to residential customers.

REPLY TO CENTURYLINK’S RESPONSE

CUB begins by noting that CenturyLink, in the opening paragraph of its response to CUB’s motion, states that “CenturyLink is *not* considering any actions that would be inconsistent with the conditions that CUB asks the Commission to adopt.” (emphasis added) That being the case, there can be no harm to CenturyLink in the adoption of these requested conditions and no reason for the Commission not to adopt them.

CenturyLink argues that there is no need for these additional conditions - that the conditions are in their words “redundant”. But CUB laid out in its original motion why these conditions were needed noting for each that no such other provision had previously been included in the Oregon rules and that these rules, where a condition had been considered, helped tie up a missing loose end or, where a condition had not been considered, filled a gap in the Oregon conditions. If there is a gap of any kind then these additional conditions should be considered and should be adopted to alleviate the possibility of any potential harm. This is, after-all, the purpose of having a Most Favored State clause in settlements of this nature.

It is hardly surprising that, in such a large undertaking as this merger, certain

possible provisions get overlooked – no matter the months spent, the resources applied, and the negotiations conducted. There is always room for improvement and CUB believes that the conditions that it has identified would improve the conditions previously adopted in Oregon.

CenturyLink argues that CUB only raises concerns and does not identify “harms”. CUB respectfully begs to differ. As noted above CUB did set forth the harm sought to be prevented by each provision. Merely wishing that CUB had not identified the harm does not mean that CUB did not in fact do so.

CenturyLink argues in regard to the OSS condition that any harm is already covered by Condition No. 27. But Condition No. 27 specifically speaks to “advance” notification prior to conversion and what CUB is seeking is the addition of a Condition requiring completion notification so that CUB, Staff and other intervenors can begin monitoring for any decline in service and rise in complaints due to the OSS conversion and can then ask the Company to respond appropriately to rectify any problems. The fact that a timeline is in place does not mean that the Company will, or can, meet that timeline and it is important for parties to know the actual final date for the OSS conversion completion.

CenturyLink opines on CUB’s request that it be required to keep knowledgeable, trained staff for complaint response purposes. This one seems like a no brainer to CUB. It is vitally important that the Company have on hand staff able to cope with current and possible future complaints. Of course CUB can’t provide proof that they will be needed – we are not clairvoyant - but the idea of these conditions is to prevent possible future harm and retaining knowledgeable employees is the means to do just that.

And finally, CenturyLink takes issue with CUB’s request to include a provision

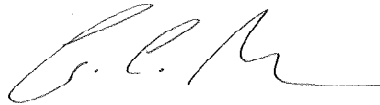
that prohibits the Company from reading the Settlement Agreement to allow it to forgo previously existing service quality requirements. Again this condition is requested to ensure that customers will not be harmed by the future actions of the Company. CUB does not believe that this provision is redundant and fails to see how if it is redundant that such redundancy can harm the Company.

CONCLUSION

CUB respectfully requests that the Commission adopt the WUTC and CPUC provisions, cited above, as Oregon conditions to help prevent the possible harms identified by CUB.

Dated this 17th Day of June, 2011

Respectfully submitted,



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UM 1484 – CERTIFICATE OF SERVICE

I hereby certify that, on this 17th day of June, 2011, I served the foregoing CUB'S REPLY TO COMPANY'S RESPONSE TO CUB'S MOTION PURSUANT TO CONDITION 54 REQUESTING ADOPTION OF OTHER STATE PROVISIONS in docket UM 1484 upon each party listed in the UM 1484 PUC Service List by email and, where paper service is not waived, by U.S. mail, postage prepaid, and upon the Commission by email and by sending one original and one copy by U.S. mail, postage prepaid, to the Commission's Salem offices.

(W denotes waiver of paper service)
(HC denotes highly confidential material authorized)

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